

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On October 12, 2012, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and Johnson Controls Inc. and Certain of its Affiliates Disallowing Without Prejudice Proofs of Administrative Expense Claim Numbers 18719 and 18720 (Johnson Controls Inc. and Certain of its Affiliates) (Docket No. 21961) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and United States Customs and Border Protection Compromising and Allowing Proof of Administrative Expense Claim Number 19275 (United States Customs and Border Protection) (Docket No. 21971) [a copy of which is attached hereto as Exhibit D]

On October 12, 2012, I caused to be served the document listed below upon the parties listed on Exhibit E hereto via postage pre-paid U.S. mail:

- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors and Johnson Controls Inc. and Certain of its Affiliates Disallowing Without Prejudice Proofs of Administrative Expense Claim Numbers 18719 and 18720 (Johnson Controls Inc. and Certain of its Affiliates) (Docket No. 21961) [a copy of which is attached hereto as Exhibit C]

On October 12, 2012, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and United States Customs and Border Protection Compromising and Allowing Proof of Administrative Expense Claim Number 19275 (United States Customs and Border Protection) (Docket No. 21971) [a copy of which is attached hereto as Exhibit D]

Dated: October 17, 2012

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 17<sup>th</sup> day of October, 2012, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 10/20/15

# **EXHIBIT A**

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Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	<a href="mailto:gtoering@wni.com">gtoering@wni.com</a>	Counsel to Robert Bosch Corporation; Counsel to Daewoo International Corp and Daewoo International (America) Corp
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	<a href="mailto:mcruse@wni.com">mcruse@wni.com</a>	Counsel to Compware Corporation
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2158		<a href="mailto:growsb@wni.com">growsb@wni.com</a>	Counsel to Behr Industries Corp.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	<a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<a href="mailto:gkurtz@ny.whitecase.com">gkurtz@ny.whitecase.com</a> <a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a> <a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	Counsel to Appaloosa Management, LP



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Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
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## **EXHIBIT B**

## Post-Emergence Master Service List

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## **EXHIBIT C**

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- and -

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Reorganized Debtors

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<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND JOHNSON CONTROLS INC. AND CERTAIN OF ITS  
AFFILIATES DISALLOWING WITHOUT PREJUDICE PROOFS OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBERS 18719 AND 18720

(JOHNSON CONTROLS INC. AND CERTAIN OF ITS AFFILIATES)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Johnson Controls Inc. ("JCI") and certain of its affiliates (collectively, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Johnson Controls Inc. And Certain of Its Affiliates Disallowing Without Prejudice Proofs of Administrative Expense Claim Numbers 18719 And 18720 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on May 26, 2006, DAS LLC entered into that certain Transfer Agreement Relating To Transfer of Delphi's New Brunswick Battery Facility To JCI (the "Transfer Agreement") with JCI to sell, and on July 31, 2006, DAS-LLC conveyed to Johnson Controls Battery Group, Inc. ("JCBGI"), a facility located at 760 Jersey Avenue, New Brunswick, Middlesex County, New Jersey (the "New Brunswick Property"). DAS LLC was authorized to execute the Transfer Agreement by order of this Court on June 26, 2006 (Docket No.4363).

WHEREAS, under the terms of the Transfer Agreement, Delphi agreed to indemnify JCI and JCBGI against damages, loss and expenses resulting from any breach by DAS LLC of warranties or covenants made under the Transfer Agreement, to indemnify JCI against environmental damages arising from pre-closing contamination of the New Brunswick Property

and to file all such papers, and to conduct investigation and remediation of the New Brunswick Property, as required under the New Jersey Industrial Site Recovery Act, as amended ("ISRA"), N.J.S.A. 13:1K-6 et seq., and related regulations, including, but not limited to regulations obligating the establishment and maintenance of a remediation funding source (the "Remediation Trust").

WHEREAS, on July 14, 2009, JCI filed proof of administrative claim number 18719 ("Claim 18719") asserting an administrative claim in the amount of \$10,148,941, plus oversight costs of the New Jersey Department of Environmental Protection (the "NJDEP") related to indemnification and statutory claims for environmental contamination of the New Brunswick Property as authorized under the Transfer Agreement.

WHEREAS, on July 14, 2009, JCBGI filed proof of administrative claim number 18720 asserting an administrative claim in the amount of \$13,058,705 plus oversight costs of the NJDEP related to indemnification and statutory claims for environmental contamination of the New Brunswick Property as authorized under the Transfer Agreement ("Claim 18720," and together with Claim 18719, the "Claims").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11, known as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Objection").

WHEREAS, on April 15, 2010, the Claimants filed their response with respect to the Claims to the Forty-Sixth Omnibus Objection (Docket No. 19843) (the "Response").

WHEREAS, the Reorganized Debtors believe that they have been and continue to be in compliance with their obligations under ISRA and related regulations, including, but not limited to, obligations to establish and maintain the Remediation Trust.

WHEREAS, JCBGI entered into an Agreement of Purchase and Sale by and between JCBGI as Seller and DeNovo Real Estate, LLC as Buyer dated June 24, 2011, as



assigned by DeNovo Real Estate, LLC to DeNovo New Brunswick LLC, a Delaware limited liability company ("DeNovo"), on July 11, 2011 by which JCBGI agreed to sell the New Brunswick Property to DeNovo (the "Sale Agreement").

WHEREAS, on August 5, 2011, pursuant to the Sale Agreement, JCBGI sold the New Brunswick Property to DeNovo, which thereby became the owner of the New Brunswick Property, assumed all of the liabilities and obligations of such an owner, including but not limited to compliance with New Jersey Pollutant Discharge Elimination System Permit No. NJ0030392, and provided to JCBGI a broad indemnification protecting JCBGI from any future liabilities associated with the New Brunswick Property

WHEREAS, following JCBGI's sale of the New Brunswick Property to DeNovo, neither of the Claimants own, lease, operate or occupy all or any portion of the New Brunswick Property, and Claimants do not know whether DPH-DAS LLC, as successor to DAS LLC is currently in compliance with its obligations regarding the New Brunswick Property under ISRA and related regulations, including, but not limited to its obligations to establish and maintain the Remediation Trust.

WHEREAS, the sale by JCBGI to DeNovo of the New Brunswick Property does not change any right to indemnification which either JCI or JCBGI may exercise against DPH-DAS LLC, as successor to DAS LLC under the Transfer Agreement.

WHEREAS, to resolve the Forty-Sixth Omnibus Objection with respect to the Claims, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of Claim 18719 and Claim 18720 have not been estimated at this time because to the best of the Claimants' knowledge no third-party claims have been made against the Claimants that would trigger rights to any

indemnification from DPH-DAS, LLC, Claimants and DPH-DAS, LLC have agreed that the Claims should be disallowed without prejudice subject to the Claimants right to seek reconsideration under 11 U.S.C. § 502(j) in the event that (a) DeNovo either refuses or is unable to perform its obligations under the Sale Agreement, (b) the Remediation Trust is exhausted, or (c) either of the Claimants has received a claim from a third party which seeks contribution toward or recovery of costs incurred for investigation or remediation of the New Brunswick Property.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Each of Claim 18719 and Claim 18720 is hereby disallowed without prejudice to the Claimants' right to seek reconsideration under 11 U.S.C. § 502(j) in the event that (a) DeNovo either refuses (under color of a court order or otherwise) or is unable to perform its obligations under the Sale Agreement; (b) the Remediation Trust is exhausted; or (c) either of the Claimants has received a claim from a third party which seeks contribution toward or recovery of costs incurred for investigation or remediation of the New Brunswick Property; provided, however, that the Reorganized Debtors shall have the right to challenge any such request for reconsideration not inconsistent with the Transfer Agreement approved by this Court's Order on June 26, 2006 (Docket No. 4363).
2. The Response is hereby withdrawn with prejudice.
3. Nothing herein shall be deemed to change or amend the rights of either DPH-DAS LLC or either of the Claimants under the Transfer Agreement.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 11th day of September, 2012

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
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/s/ Deborah L. Thorne

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Reorganized Debtors

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Johnson Controls Inc. – Automotive Group,  
Johnson Controls, Inc. - Battery Group, and  
Johnson Controls, Inc. Automotive Experience  
Division and Affiliates, Johnson Controls, Inc.  
(Power Solutions)

## **EXHIBIT D**

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<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND UNITED STATES CUSTOMS AND BORDER PROTECTION  
COMPROMISING AND ALLOWING PROOF OF ADMINISTRATIVE  
EXPENSE CLAIM NUMBER 19275

(UNITED STATES CUSTOMS AND BORDER PROTECTION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and United States Customs and Border Protection (the "United States," "Customs," or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And United States Customs And Border Protection Compromising And Allowing Proof Of Administrative Expense Claim Number 19275 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense number 19275 (the "Proof of Claim") against Delphi, which asserts (a) an administrative expense claim in the amount of \$5,897,837.63 and (b) unliquidated and/or contingent claims (the "Claim").

WHEREAS, the Claimant owes the Reorganized Debtors \$680,950.54, on account of refunds arising prior to the Petition Date and \$643,187.02 in refunds arising after the Petition Date (collectively, the "Refunds").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket

No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow and Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow and Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims and (B) Workers' Compensation Claims, and (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection").

WHEREAS, on April 16, 2010, the Claimant filed the Response Of The United States Of America To Debtors' Forty-Sixth Omnibus Claims Objection (Docket No. 19867) (the "Response").

WHEREAS, the Reorganized Debtors believe that all amounts relating to the Claim have been paid in full, yet certain amounts may remain unliquidated according to the Claimant's books and records.

WHEREAS, on August 21, 2012, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Reorganized Debtors' Objection To Proof Of Administrative Expense Claim Number 19275 (Docket No. 21947), scheduling an evidentiary hearing on the merits of the Claim for October 16, 2012,<sup>1</sup> at 10:00 a.m. (prevailing Eastern Time) in this Court.

WHEREAS, to resolve the Forty-Sixth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant enter into this Stipulation.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The ultimate allowed amount of the Claim shall be determined through the agreement of the parties (the "Allowed Amount"), but in no event shall the Allowed Amount of the Claim exceed \$4,378.78. If the Reorganized Debtors and the Claimant are unable to agree upon the allowed amount of the Claim, the parties shall promptly report such inability to agree to the Court. The Allowed Amount shall be in full and final satisfaction of the Claim and shall be treated as an allowed administrative expense priority claim against DPH-DAS LLC without further order of the Court.

2. In accordance with article 11.9 of the Modified Plan, the United States shall apply the Allowed Amount of the Claim as a partial setoff against the postpetition portion

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<sup>1</sup> Pursuant to the request of the Court, an agreement of the parties, and the Notice Rescheduling Of Seventy-Ninth Omnibus Hearing And Fifty-Seventh Claims Hearing (Docket No. 21954), the October 25, 2012 hearing was rescheduled to October 16, 2012.



of the Refunds owed to the Reorganized Debtors. Consummation of the setoff shall constitute the Claimant's distribution and rights provided under the Modified Plan with respect to the Claim; and the Claimant shall be entitled to no further distributions or other payments under the Modified Plan on account of the Claim.

3. Nothing herein (i) shall be construed as an admission of liability on behalf of the Reorganized Debtors with respect to any portion of the Claim, (ii) shall prejudice any of the Reorganized Debtors' rights with respect to the Refunds, (iii) shall be construed to discharge, release or otherwise preclude any valid right of setoff or recoupment that the United States of America, its agencies, departments, or agents, including Customs, may have, (iv) shall be construed to release, waive, or otherwise affect the rights of Customs with regard to any non-Debtor third parties, including any sureties that have issued customs bonds to the Debtors, or (v) shall be construed to discharge, waive, release, or otherwise enjoin the United States of America, its agencies, departments, or agents, including Customs, from the exercise of any police or regulatory powers.

4. The Response is hereby deemed withdrawn with prejudice.

5. This Court shall retain jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 9th day of October, 2012

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

Dated: October 8, 2012

Dated: October 8, 2012

/s/ John K. Lyons

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John K. Lyons  
Ron E. Meisler  
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/s/ Joseph N. Cordaro

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Attorney for United States Customs and Border  
Protection

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

# **EXHIBIT E**

Pg 44 of 46  
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Barnes & Thornburg LLP	Kathleen Matsoukas	One North Wacker Drive	Suite 4400	Chicago	IL	60606
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Reed Smith LLP	Stephen T. Bobo	10 South Wacker Drive	40th Floor	Chicago	IL	60606
Sachnoff & Weaver Ltd	Stephen Bobo	10 S Wacker Dr Ste 4000		Chicago	IL	60606

# **EXHIBIT F**

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United States Attorney	Preet Bharara	Southern District of New York	86 Chambers Street, 3rd Floor	New York	NY	10007